

### PRESS RELEASE

Amsterdam, 20 February 2020

### Dutch Star Companies ONE extraordinary general meetings results; business combination effective 21 February 2020

Dutch Star Companies ONE N.V. ("DSCO"), a special purpose acquisition company listed on Euronext Amsterdam (symbol: DSC1) announces that at its Extraordinary General Meetings (EGM's) of shareholders, held today at the Crowne Plaza Hotel Amsterdam South, all resolutions were duly passed by the shareholders allowing the business combination with CM.com to become effective as of 21 February 2020.

DSCO has received the waiver of the European Investment Bank. Hence, the EGM's were the last steps towards completion of the business combination of DSCO with CM.com B.V. (together with its subsidiaries, "CM.com"), a global Conversational Commerce platform that provides enterprises full-scale CPaaS (Communication Platform as a Service) services with integrated payment solutions.

### **DSCO SHAREHOLDERS AND WARRANTS**

None of the DSCO shareholder made use of the opportunity to sell back their shares to the company (as dissenting shareholders). As a result, all DSCO warrants issued at the IPO and all new warrants to be issued at the business combination will now be exercised as described in the DSCO press release published 18 February 2020. This implies that all existing IPO-warrants owned on 25 February after close of market will be converted into new ordinary shares with a conversion rate of 3.4865 warrants per ordinary share; and that the BC-warrant will be automatically converted into ordinary shares at a rate of 1 new ordinary share for every 6.9735 ordinary shares registered on 25 February 2020 after close of market. Both conversions will be rounded down to full shares CM.com and any remaining warrants will cease to exist. The warrants will be delisted due to conversion as of 27 February.

#### DSCO WILL BE RENAMED CM.COM N.V. AS OF 21 FEBRUARY

DSCO and CM.com will pursue their business combination that will be structured as a legal merger between DSCO (as surviving company) and CM.com (as disappearing company). As of tomorrow 21 February 2020, the business combination will be renamed into CM.com N.V. and will maintain its listing on Euronext Amsterdam, and as a result of the merger, listed shares in the merged company will be allotted to the existing shareholders and additional investors of CM.com. The company will further trade under the symbol "CMCOM", its international securities identification number NL0013746431 will be retained.

#### SHARE DISTRIBUTION

The expected total number of issued ordinary shares CM.com after the conversion of all warrants and the special shares, as well as the additional investments as set out in the shareholders' circular dated 9 January 2020, and the issue of ordinary shares under the Employee Share Option Plan will be



26,259,924<sup>1</sup>. Part of the shares to be issued under the Employee Share Option Plan will not be issued at business combination but at the time of allocation to staff, therefore the total number of issued shares is 86,062 lower than announced in the DSCO press release of 18 February 2020.

Table: Anticipated distribution of CM.com shares after completion of the business combination

Shareholder	Number of ordinary shares	Stake in CM.com
Former CM.com shares	17,737,498	67,5%
- ClubCompany1 B.V.	7,618,749	29,0%
- ClubCompany2 B.V.	7,618,749	29,0%
- Additional investment large DSCO shareholders	1,000,000	3,8%
- Teslin	1,500,000	5,7%
Existing DSCO-shares	5,536,500	21,1%
New shares based on full conversion of all DSCO		
warrants <sup>1</sup>	1,587,982	6,0%
New shares based on full conversion of all 194,444		
special shares	1,361,108	5,2%
Shares reserved to distribute to CM.com staff	36,836	0,1%
Total <sup>1</sup>	26,259,924	100.0%

#### PRESS AND INVESTOR INFORMATION

#### Press contacts:

Dutch Star Companies ONE: Bickerton, David Brilleslijper +31 (0)6 10942514 or press@dutchstar1.com

#### Investor contacts:

Dutch Star Companies ONE, David van Ass, Derk Hoek, Felix Snoeck Henkemans +31 (0)20 416 1303 or ir@dutchstar1.com

#### **RATIONALE FOR BUSINESS COMBINATION**

CM.com and DSCO believe that the business combination will provide additional capital to support and accelerate growth of CM.com, especially for the funding of investments in geographical sales and marketing expansion, but also to strengthen research and development and possible selective accretive acquisitions to ensure CM.com stays ahead of the fast-growing demand for Conversational Commerce. Furthermore, a listing on the Euronext Amsterdam stock exchange will significantly enhance CM.com's profile, create a new long-term shareholder base, provide the means to further incentivize key employees and attract new talent, and allow for acquisition currency. The transaction offers CM.com immediate additional funds to capture current growth opportunities and can fuel the strategy and growth path in the long-run.

In addition, the business combination will substantially strengthen CM.com's financial position, providing a healthy cash position to fuel further growth and make CM.com virtually debt-free.

<sup>&</sup>lt;sup>1</sup> Final number of shares depends on the exact number of warrants converted into ordinary shares



#### ABOUT DUTCH STAR COMPANIES ONE

The name Dutch Star Companies ONE (DSCO) refers to the objective of DSCO to raise capital and to acquire a significant minority stake in a single Dutch high performing 'star company' with principal business operations in Europe, preferably in the Netherlands.

More information about DSCO can be found in the Prospectus dated 9 February 2018 which has been approved by the Dutch Authority for the Financial Markets, the AFM and on the website at www.dutchstarcompanies.com.

#### Авоит СМ.сом

CM.com is a Conversational Commerce platform that connects enterprises and brands to the mobile phones of billions of consumers globally. The company provides messaging channels, such as RCS, SMS, WhatsApp and Apple Business Chat combined with a Customer Data Platform and other platform features. CM.com is a leading global CPaaS platform with integrated Payments functionality. Almost ten thousand customers use CM.com's products with a view to deliver better marketing, better sales and better service to their consumers.

More information about CM.com can be found on the website at www.cm.com.

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